

**Amendments to the Claims:**

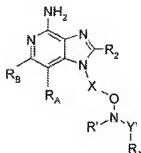
This listing of claims will replace all prior versions, and listings, of claims in the application:

**Listing of Claims:**

WHAT IS CLAIMED IS:

1-17 (canceled)

18. (original) A compound of the formula (II):



wherein:

X is selected from the group consisting of -CH(R<sub>9a</sub>)-alkylene- and -CH(R<sub>9a</sub>)-alkenylene-, wherein the alkylene and alkenylene are optionally interrupted by one or more -O- groups;

Y' is selected from the group consisting of:

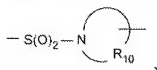
a bond,

-C(O)-,

-C(S)-,

-S(O)<sub>2</sub>-,

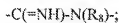
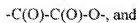
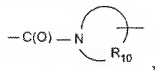
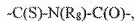
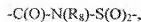
-S(O)<sub>2</sub>-N(R<sub>8</sub>)-,



-C(O)-O-,

-C(O)-N(R<sub>8</sub>)-,

-C(S)-N(R<sub>8</sub>)-,



$R_1$  and  $R'$  are independently selected from the group consisting of:

hydrogen,

alkyl,

alkenyl,

aryl,

arylalkylenyl,

heteroaryl,

heteroarylalkylenyl,

heterocyclyl,

heterocyclylalkylenyl, and

alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or

heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of:

hydroxyl,

alkyl,

haloalkyl,

hydroxyalkyl,

alkoxy,

dialkylamino,

$-S(O)_{0-2}$ -alkyl,

$-S(O)_{0-2}$ -aryl,

$-NH-S(O)_2$ -alkyl,



containing one heteroatom selected from the group consisting of N and S, wherein the aryl or heteroaryl ring is unsubstituted or substituted by one or more R groups, or substituted by one R<sub>3</sub> group, or substituted by one R<sub>3</sub> group and one R group;

or when taken together, R<sub>A</sub> and R<sub>B</sub> form a fused 5 to 7 membered saturated ring, optionally containing one heteroatom selected from the group consisting of N and S, and unsubstituted or substituted by one or more R groups;

R is selected from the group consisting of:

halogen,  
hydroxyl,  
alkyl,  
alkenyl,  
haloalkyl,  
alkoxy,  
alkylthio, and  
-N(R<sub>9</sub>)<sub>2</sub>;

R<sub>2</sub> is selected from the group consisting of:

-R<sub>4</sub>,  
-X'-R<sub>4</sub>,  
-X'-Y-R<sub>4</sub>, and  
-X'-R<sub>5</sub>;

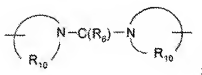
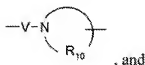
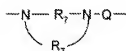
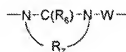
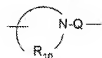
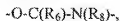
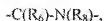
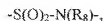
R<sub>3</sub> is selected from the group consisting of:

-Z-R<sub>4</sub>,  
-Z-X'-R<sub>4</sub>,  
-Z-X'-Y-R<sub>4</sub>, and  
-Z-X'-R<sub>5</sub>;

each X' is independently selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated with arylene, heteroarylene, or heterocyclylene, and optionally interrupted by one or more -O- groups;

each Y is independently selected from the group consisting of:

-S(O)<sub>0-2</sub>-

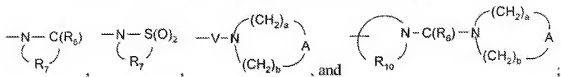


Z is a bond or -O-;

each  $\text{R}_i$  is independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl, wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxyl, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl,

amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

each  $R_5$  is independently selected from the group consisting of:



each  $R_6$  is independently selected from the group consisting of =O and =S;

each  $R_7$  is independently  $C_{2-7}$  alkylene;

each  $R_8$  is independently selected from the group consisting of hydrogen,

$C_{1-10}$  alkyl,  $C_{2-10}$  alkenyl,  $C_{1-10}$  alkoxy- $C_{1-10}$  alkylenyl, and aryl- $C_{1-10}$  alkylenyl;

each  $R_9$  is independently selected from the group consisting of hydrogen and alkyl;

$R_{9a}$  is selected from the group consisting of hydrogen and alkyl which is optionally interrupted by one or more -O- groups;

each  $R_{10}$  is independently  $C_{3-8}$  alkylene;

each A is independently selected from the group consisting of -O-, -C(O)-, -CH<sub>2</sub>-, -S(O)<sub>0-2</sub>-, and -N(R<sub>4</sub>)-

each Q is independently selected from the group consisting of a bond, -C(R<sub>6</sub>)-, -C(R<sub>6</sub>)-C(R<sub>6</sub>)-, -S(O)<sub>2</sub>-, -C(R<sub>6</sub>)-N(R<sub>8</sub>)-W-, -S(O)<sub>2</sub>-N(R<sub>8</sub>)-, -C(R<sub>6</sub>)-O-, and -C(R<sub>6</sub>)-N(OR<sub>9</sub>)-

each W is independently selected from the group consisting of a bond, -C(O)-, and -S(O)<sub>2</sub>;

each V is independently selected from the group consisting of -C(R<sub>6</sub>)-, -O-C(R<sub>6</sub>)-, -N(R<sub>8</sub>)-C(R<sub>6</sub>)-, and -S(O)<sub>2</sub>-; and

a and b are independently integers from 1 to 6 with the proviso that a + b is ≤ 7;  
or a pharmaceutically acceptable salt thereof.

19 (canceled)

20. (currently amended) The compound or salt of claim 139 wherein X is -C<sub>3-5</sub> alkylene- or -CH<sub>2</sub>CH<sub>2</sub>OCH<sub>2</sub>CH<sub>2</sub>-.

21. (currently amended) The compound or salt of ~~any one of claims 18 through 20~~ wherein R' is selected from the group consisting of hydrogen and C<sub>1-4</sub> alkyl.
22. (canceled)
23. (currently amended) The compound or salt of ~~any one of claims 18 through 24~~ wherein Y' is -C(O)-, -S(O)<sub>2</sub>-, or -C(O)-N(R<sub>8</sub>)-
24. (canceled)
25. (currently amended) The compound or salt of claim ~~18~~24 wherein R<sub>1</sub> is selected from the group consisting of C<sub>1-6</sub> alkyl and pyridyl.
26. (currently amended) The compound or salt of ~~any one of claims 18 through 24 or 23~~ wherein R<sub>1</sub> is selected from the group consisting of alkyl, alkenyl, aryl, and heteroaryl, each of which is optionally substituted by one or more substituents selected from the group consisting of -O-alkyl, -O-aryl, -S-alkyl, -S-aryl, halogen, -O-C(O)-alkyl, -C(O)-O-alkyl, haloalkoxy, haloalkyl, and aryl.
- 27-28 (canceled)
29. (currently amended) The compound or salt of claim ~~21~~8 wherein R<sub>2</sub> is selected from the group consisting of hydrogen, alkyl, and alkoxyalkenyl.
30. (original) The compound or salt of claim 29 wherein R<sub>2</sub> is selected from the group consisting of hydrogen, methyl, ethyl, propyl, butyl, ethoxymethyl, 2-methoxyethyl, and methoxymethyl.
31. (currently amended) The compound or salt of ~~any one of claims 18 through 27~~ wherein R<sub>2</sub> is selected from the group consisting of:  
hydrogen,

alkyl,  
 alkenyl,  
 aryl,  
 heteroaryl,  
 heterocyclyl,  
 alkylene-Y"-alkyl,  
 alkylene-Y"-alkenyl,  
 alkylene-Y"-aryl, and

alkyl or alkenyl substituted by one or more substituents selected from the group consisting of:

hydroxyl,  
 halogen,  
 $-N(R_{8a})_2$ ,  
 $-C(O)-C_{1-10}$  alkyl,  
 $-C(O)-O-C_{1-10}$  alkyl,  
 $-N_3$ ,  
 aryl,  
 heteroaryl,  
 heterocyclyl,  
 $-C(O)$ -aryl, and  
 $-C(O)$ -heteroaryl;

wherein:

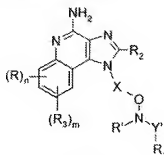
Y" is  $-O-$  or  $-S(O)_{0-2}-$ ; and

each  $R_{8a}$  is independently selected from the group consisting of hydrogen,  $C_{1-10}$  alkyl, and  $C_{2-10}$  alkenyl.

32. (currently amended) The compound or salt of any one of claims 18 through 31 wherein  $R_A$  and  $R_B$  form a fused aryl ring or heteroaryl ring containing one N, wherein the aryl ring or heteroaryl ring is unsubstituted.

33 (canceled)

34. (original) A compound of the formula (III):



III

wherein:

X is selected from the group consisting of -CH(R<sub>9a</sub>)-alkylene- and -CH(R<sub>9a</sub>)-alkenylene-, wherein the alkylene and alkenylene are optionally interrupted by one or more -O- groups;

Y' is selected from the group consisting of:

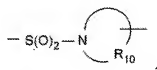
a bond,

-C(O)-,

-C(S)-,

-S(O)<sub>2</sub>-,

-S(O)<sub>2</sub>-N(R<sub>8</sub>)-,



-C(O)-O-,

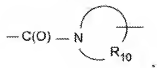
-C(O)-N(R<sub>8</sub>)-,

-C(S)-N(R<sub>8</sub>)-,

-C(O)-N(R<sub>8</sub>)-S(O)<sub>2</sub>-,

-C(O)-N(R<sub>8</sub>)-C(O)-,

-C(S)-N(R<sub>8</sub>)-C(O)-,



-C(O)-C(O)-,  
-C(O)-C(O)-O-, and  
-C(=NH)-N(R<sub>8</sub>)-;

each R is independently selected from the group consisting of:

halogen,  
hydroxyl,  
alkyl,  
alkenyl,  
haloalkyl,  
alkoxy,  
alkylthio, and  
-N(R<sub>9</sub>)<sub>2</sub>;

R<sub>1</sub> and R' are independently selected from the group consisting of:

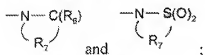
hydrogen,  
alkyl,  
alkenyl,  
aryl,  
arylalkylenyl,  
heteroaryl,  
heteroarylalkylenyl,  
heterocyclyl,  
heterocyclylalkylenyl, and

alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting of:

hydroxyl,  
alkyl,  
haloalkyl,  
hydroxyalkyl,  
alkoxy,  
dialkylamino,

-S(O)<sub>0.2</sub>-alkyl,  
-S(O)<sub>0.2</sub>-aryl,  
-NH-S(O)<sub>2</sub>-alkyl,  
-NH-S(O)<sub>2</sub>-aryl,  
haloalkoxy,  
halogen,  
nitrile,  
nitro,  
aryl,  
heteroaryl,  
heterocyclyl,  
aryloxy,  
arylalkyleneoxy,  
-C(O)-O-alkyl,  
-C(O)-N(R<sub>8</sub>)<sub>2</sub>,  
-N(R<sub>8</sub>)-C(O)-alkyl,  
-O-C(O)-alkyl, and  
-C(O)-alkyl;

or R<sub>1</sub> and R' together with the nitrogen atom and Y' to which they are bonded can join to form a ring selected from the group consisting of:



$R_2$  is selected from the group consisting of:

-R<sub>4</sub>,  
-X'-R<sub>4</sub>,  
-X'-Y-R<sub>4</sub>, and  
-X'-R<sub>5</sub>;

$R_3$  is selected from the group consisting of:

$$\begin{array}{l} -Z-R_4 \\ -Z-X'-R_4 \end{array}$$

$-Z-X'-Y-R_4$ , and

$-Z-X'-R_5$ ;

each  $X'$  is independently selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated with arylene, heteroarylene, or heterocyclylene, and optionally interrupted by one or more -O- groups;

each  $Y$  is independently selected from the group consisting of:

$-S(O)_{0-2}-$ ,

$-S(O)_2-N(R_8)-$ ,

$-C(R_6)-$ ,

$-C(R_6)-O-$ ,

$-O-C(R_6)-$ ,

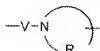
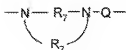
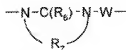
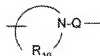
$-O-C(O)-O-$ ,

$-N(R_8)-Q-$ ,

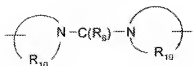
$-C(R_6)-N(R_8)-$ ,

$-O-C(R_6)-N(R_8)-$ ,

$-C(R_6)-N(OR_9)-$ ,



, and

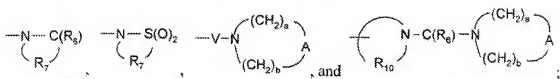


;

$Z$  is a bond or -O-;

each  $R_4$  is independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl, wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxyl, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

each  $R_5$  is independently selected from the group consisting of:



each  $R_6$  is independently selected from the group consisting of =O and =S;

each  $R_7$  is independently  $C_{2-7}$  alkylene;

each  $R_8$  is independently selected from the group consisting of hydrogen,  $C_{1-10}$  alkyl,  $C_{2-10}$  alkenyl,  $C_{1-10}$  alkoxy- $C_{1-10}$  alkylenyl, and aryl- $C_{1-10}$  alkylenyl;

each  $R_9$  is independently selected from the group consisting of hydrogen and alkyl;

$R_{9a}$  is selected from the group consisting of hydrogen and alkyl which is optionally interrupted by one or more -O- groups;

each  $R_{10}$  is independently  $C_{3-8}$  alkylene;

each A is independently selected from the group consisting of -O-, -C(O)-, -CH<sub>2</sub>-, -S(O)<sub>0-2</sub>-, and -N(R<sub>4</sub>)-

each Q is independently selected from the group consisting of a bond, -C(R<sub>6</sub>)-, -C(R<sub>6</sub>)-C(R<sub>6</sub>)-, -S(O)<sub>2</sub>-, -C(R<sub>6</sub>)-N(R<sub>8</sub>)-W-, -S(O)<sub>2</sub>-N(R<sub>8</sub>)-, -C(R<sub>6</sub>)-O-, and -C(R<sub>6</sub>)-N(OR<sub>9</sub>)-

each W is independently selected from the group consisting of a bond, -C(O)-, and -S(O)<sub>2</sub>-;

each V is independently selected from the group consisting of -C(R<sub>6</sub>)-, -O-C(R<sub>6</sub>)-, -N(R<sub>8</sub>)-C(R<sub>6</sub>)-, and -S(O)<sub>2</sub>-;

a and b are independently integers from 1 to 6 with the proviso that  $a + b \leq 7$ ;

n is an integer from 0 to 4; and  
m is 0 or 1, with the proviso that when m is 1, n is 0 or 1;  
or a pharmaceutically acceptable salt thereof.

35 (canceled)

36. (currently amended) The compound or salt of claim 345 wherein X is -C<sub>3-5</sub> alkylene- or -CH<sub>2</sub>CH<sub>2</sub>OCH<sub>2</sub>CH<sub>2</sub>-.

37. (currently amended) The compound or salt of any one of claims 34 through 36 wherein R' is selected from the group consisting of hydrogen and C<sub>1-4</sub> alkyl.

38-39 (canceled)

40. (currently amended) The compound or salt of any one of claims 34 through 37 wherein Y' is -C(O)-, -S(O)<sub>2</sub>-, or -C(O)-N(R<sub>8</sub>)-

41 (canceled)

42. (currently amended) The compound or salt of claim 344 wherein R<sub>1</sub> is selected from the group consisting of C<sub>1-6</sub> alkyl and pyridyl.

43. (currently amended) The compound or salt of any one of claims 34 through 37 or 40 wherein R<sub>1</sub> is selected from the group consisting of alkyl, alkenyl, aryl, and heteroaryl, each of which is optionally substituted by one or more substituents selected from the group consisting of -O-alkyl, -O-aryl, -S-alkyl, -S-aryl, halogen, -O-C(O)-alkyl, -C(O)-O-alkyl, haloalkoxy, haloalkyl, and aryl.

44-45 (canceled)

46. (currently amended) The compound or salt of claim 34~~5~~ wherein  $R_2$  is selected from the group consisting of hydrogen, alkyl, and alkoxyalkylenyl.

47. (original) The compound or salt of claim 46 wherein  $R_2$  is selected from the group consisting of hydrogen, methyl, ethyl, propyl, butyl, ethoxymethyl, 2-methoxyethyl, and methoxymethyl.

48. (currently amended) The compound or salt of ~~any one of claims 34 through 44~~ wherein  $R_2$  is selected from the group consisting of:

hydrogen,

alkyl,

alkenyl,

aryl,

heteroaryl,

heterocyclyl,

alkylene- $Y''$ -alkyl,

alkylene- $Y''$ -alkenyl,

alkylene- $Y''$ -aryl, and

alkyl or alkenyl substituted by one or more substituents selected from the group consisting of:

hydroxyl,

halogen,

$-N(R_{8a})_2$ ,

$-C(O)-C_{1-10}$  alkyl,

$-C(O)-O-C_{1-10}$  alkyl,

$-N_3$ ,

aryl,

heteroaryl,

heterocyclyl,

$-C(O)$ -aryl, and

$-C(O)$ -heteroaryl;

wherein:

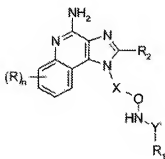
$Y^n$  is  $-O-$  or  $-S(O)_{0-2}-$ ; and

each  $R_{8a}$  is independently selected from the group consisting of hydrogen,  $C_{1-10}$  alkyl, and  $C_{2-10}$  alkenyl.

49. (currently amended) The compound or salt of ~~any one of claims 34 through 48~~ wherein  $m$  and  $n$  are each 0.

50-62 (canceled)

63. (original) A compound of the formula (V):



V

wherein:

$X$  is selected from the group consisting of  $-CH(R_{9a})$ -alkylene- and  $-CH(R_{9a})$ -alkenylene-;

$Y'$  is selected from the group consisting of:

- a bond,
- $-C(O)-$ ,
- $-C(S)-$ ,
- $-S(O)_{2-}$ ,
- $-S(O)_{2-}N(R_{8a})-$ ,
- $-C(O)-O-$ ,
- $-C(O)-N(R_{8a})-$ ,

$-C(S)-N(R_{8a})-$ ,  
 $-C(O)-N(R_{8a})-S(O)_2-$ ,  
 $-C(O)-N(R_{8a})-C(O)-$ ,  
 $-C(S)-N(R_{8a})-C(O)-$ , and  
 $-C(O)-C(O)-O-$ ;

$R_1$  is selected from the group consisting of:

hydrogen,  
 alkyl,  
 alkenyl,  
 aryl,  
 alkylene-aryl,  
 alkylene-heteroaryl,  
 alkylene-heterocyclyl,  
 heteroaryl,  
 heterocyclyl, and

alkyl, alkenyl, aryl, arylalkenyl, heteroarylalkenyl, heterocyclylalkenyl,

heteroaryl or heterocyclyl, substituted by one or more substituents selected from the group consisting of:

hydroxyl,  
 alkyl,  
 haloalkyl,  
 hydroxyalkyl,  
 $-O$ -alkyl,  
 $-S(O)_{0-2}$ -alkyl,  
 $-S(O)_{0-2}$ -aryl,  
 $-O$ -haloalkyl,  
 halogen,  
 nitrile,  
 nitro,  
 aryl,  
 heteroaryl,

heterocyclyl,  
 -O-aryl,  
 -O-alkylene-aryl,  
 -C(O)-O-alkyl,  
 -C(O)-N(R<sub>8a</sub>)<sub>2</sub>,  
 -N(R<sub>8a</sub>)-C(O)-alkyl,  
 -O-C(O)-alkyl, and  
 -C(O)-alkyl;

each R is independently selected from the group consisting of alkyl, alkoxy, halogen, hydroxyl, and trifluoromethyl;

R<sub>2</sub> is selected from the group consisting of:

hydrogen,  
 alkyl,  
 alkenyl,  
 aryl,  
 heteroaryl,  
 heterocyclyl,  
 alkylene-Y"-alkyl,  
 alkylene-Y"-alkenyl,  
 alkylene-Y"-aryl, and

alkyl or alkenyl substituted by one or more substituents selected from the group consisting of:

hydroxyl,  
 halogen,  
 -N(R<sub>8a</sub>)<sub>2</sub>,  
 -C(O)-C<sub>1-10</sub> alkyl,  
 -C(O)-O-C<sub>1-10</sub> alkyl,  
 -N<sub>3</sub>,  
 aryl,  
 heteroaryl,  
 heterocyclyl,

-C(O)-aryl, and  
-C(O)-heteroaryl;

Y" is -O- or -S(O)<sub>0-2</sub>;

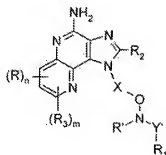
each R<sub>8a</sub> is independently selected from the group consisting of hydrogen, C<sub>1-10</sub> alkyl, and C<sub>2-10</sub> alkenyl;

R<sub>9a</sub> is selected from the group consisting of hydrogen and alkyl which may be optionally interrupted by one or more -O- groups; and

n is an integer from 0 to 4;  
or a pharmaceutically acceptable salt thereof.

64-94 (canceled)

95. (original) A compound of the formula (VIII):



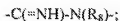
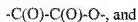
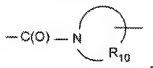
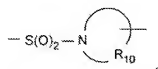
VIII

wherein:

X is selected from the group consisting of -CH(R<sub>9a</sub>)-alkylene- and -CH(R<sub>9a</sub>)-alkenylene-, wherein the alkylene and alkenylene are optionally interrupted by one or more -O- groups;

Y' is selected from the group consisting of:

a bond,  
-C(O)-,  
-C(S)-,  
-S(O)<sub>2</sub>-,  
-S(O)<sub>2</sub>-N(R<sub>8</sub>)-,



each R is independently selected from the group consisting of:

halogen,

hydroxyl,

alkyl,

alkenyl,

haloalkyl,

alkoxy,

alkylthio, and

$-N(R_9)_2$ ;

$R_1$  and  $R'$  are independently selected from the group consisting of:

hydrogen,

alkyl,

alkenyl,

aryl,

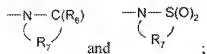
arylalalkenyl,

heteroaryl,

heteroarylalkylenyl,  
heterocyclyl,  
heterocyclylalkylenyl, and  
alkyl, alkenyl, aryl, arylalkylenyl, heteroaryl, heteroarylalkylenyl, heterocyclyl, or  
heterocyclylalkylenyl, substituted by one or more substituents selected from the group consisting  
of:

hydroxyl,  
alkyl,  
haloalkyl,  
hydroxyalkyl,  
alkoxy,  
dialkylamino,  
-S(O)<sub>0-2</sub>-alkyl,  
-S(O)<sub>0-2</sub>-aryl,  
-NH-S(O)<sub>2</sub>-alkyl,  
-NH-S(O)<sub>2</sub>-aryl,  
haloalkoxy,  
halogen,  
nitrile,  
nitro,  
aryl,  
heteroaryl,  
heterocyclyl,  
aryloxy,  
arylalkyleneoxy,  
-C(O)-O-alkyl,  
-C(O)-N(R<sub>8</sub>)<sub>2</sub>,  
-N(R<sub>8</sub>)-C(O)-alkyl,  
-O-C(O)-alkyl, and  
-C(O)-alkyl;

or R<sub>1</sub> and R' together with the nitrogen atom and Y' to which they are bonded can join to form a ring selected from the group consisting of:



$R_7$  is selected from the group consisting of:

- R<sub>4</sub>;
- X'-R<sub>4</sub>;
- X'-Y-R<sub>4</sub>, and
- X'-R<sub>5</sub>;

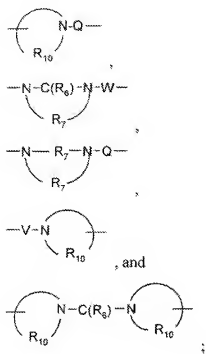
R<sub>3</sub> is selected from the group consisting of:

- Z-R<sub>4</sub>,
- Z-X'-R<sub>4</sub>,
- Z-X'-Y-R<sub>4</sub>, and
- Z-X'-R<sub>5</sub>;

each X' is independently selected from the group consisting of alkylene, alkenylene, alkynylene, arylene, heteroarylene, and heterocyclylene, wherein the alkylene, alkenylene, and alkynylene groups can be optionally interrupted or terminated with arylene, heteroarylene, or heterocyclylene, and optionally interrupted by one or more -O- groups;

each Y is independently selected from the group consisting of:

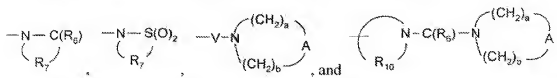
- S(O)<sub>0.2</sub>-
- S(O)<sub>2</sub>-N(R<sub>8</sub>)-
- C(R<sub>6</sub>)-
- C(R<sub>6</sub>)-O-
- O-C(R<sub>6</sub>)-
- O-C(O)-O-
- N(R<sub>8</sub>)-Q-
- C(R<sub>6</sub>)-N(R<sub>8</sub>)-
- O-C(R<sub>6</sub>)-N(R<sub>8</sub>)-
- C(R<sub>6</sub>)-N(OR<sub>9</sub>)-



Z is a bond or -O-;

each  $\text{R}_4$  is independently selected from the group consisting of hydrogen, alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl, wherein the alkyl, alkenyl, alkynyl, aryl, arylalkylenyl, aryloxyalkylenyl, alkylarylenyl, heteroaryl, heteroarylalkylenyl, heteroaryloxyalkylenyl, alkylheteroarylenyl, and heterocyclyl groups can be unsubstituted or substituted by one or more substituents independently selected from the group consisting of alkyl, alkoxy, hydroxyalkyl, haloalkyl, haloalkoxy, halogen, nitro, hydroxyl, mercapto, cyano, aryl, aryloxy, arylalkyleneoxy, heteroaryl, heteroaryloxy, heteroarylalkyleneoxy, heterocyclyl, amino, alkylamino, dialkylamino, (dialkylamino)alkyleneoxy, and in the case of alkyl, alkenyl, alkynyl, and heterocyclyl, oxo;

each  $\text{R}_5$  is independently selected from the group consisting of:



each  $\text{R}_6$  is independently selected from the group consisting of =O and =S;

each  $\text{R}_7$  is independently  $\text{C}_{2-7}$  alkylene;

each  $\text{R}_8$  is independently selected from the group consisting of hydrogen,

C<sub>1-10</sub> alkyl, C<sub>2-10</sub> alkenyl, C<sub>1-10</sub> alkoxy-C<sub>1-10</sub> alkylenyl, and aryl-C<sub>1-10</sub> alkylenyl;

each R<sub>9</sub> is independently selected from the group consisting of hydrogen and alkyl;

R<sub>9a</sub> is selected from the group consisting of hydrogen and alkyl which is optionally interrupted by one or more -O- groups;

each R<sub>10</sub> is independently C<sub>3-8</sub> alkylene;

each A is independently selected from the group consisting of -O-, -C(O)-, -CH<sub>2</sub>-, -S(O)<sub>0-2</sub>-, and -N(R<sub>4</sub>)-;

each Q is independently selected from the group consisting of a bond, -C(R<sub>6</sub>)-, -C(R<sub>6</sub>)-C(R<sub>6</sub>)-, -S(O)<sub>2</sub>-, -C(R<sub>6</sub>)-N(R<sub>8</sub>)-W-, -S(O)<sub>2</sub>-N(R<sub>8</sub>)-, -C(R<sub>6</sub>)-O-, and -C(R<sub>6</sub>)-N(OR<sub>9</sub>)-;

each W is independently selected from the group consisting of a bond, -C(O)-, and -S(O)<sub>2</sub>-;

each V is independently selected from the group consisting of -C(R<sub>6</sub>)-, -O-C(R<sub>6</sub>)-, -N(R<sub>8</sub>)-C(R<sub>6</sub>)-, and -S(O)<sub>2</sub>-;

a and b are independently integers from 1 to 6 with the proviso that a + b is ≤ 7;

n is an integer from 0 to 3; and

m is 0 or 1, with the proviso that when m is 1, n is 0 or 1;

or a pharmaceutically acceptable salt thereof.

96 (canceled)

97. (currently amended) The compound or salt of claim 95~~6~~ wherein X is -C<sub>3-5</sub> alkylene- or -CH<sub>2</sub>CH<sub>2</sub>OCH<sub>2</sub>CH<sub>2</sub>-.

98. (currently amended) The compound or salt of ~~any one of claims 95 through 97~~ wherein R' is selected from the group consisting of hydrogen and C<sub>1-4</sub> alkyl.

99-100 (canceled)

101. (currently amended) The compound or salt of ~~any one of claims 95 through 98~~ wherein Y' is -C(O)-, -S(O)<sub>2</sub>-, or -C(O)-N(R<sub>8</sub>)-.

102 (canceled)

103. (currently amended) The compound or salt of claim 95102 wherein R<sub>1</sub> is selected from the group consisting of C<sub>1-6</sub> alkyl and pyridyl.

104. (currently amended) The compound or salt of ~~any one of claims 95 through 98 and 101~~ wherein R<sub>1</sub> is selected from the group consisting of alkyl, alkenyl, aryl, and heteroaryl, each of which is optionally substituted by one or more substituents selected from the group consisting of -O-alkyl, -O-aryl, -S-alkyl, -S-aryl, halogen, -O-C(O)-alkyl, -C(O)-O-alkyl, haloalkoxy, haloalkyl, and aryl.

105-106 (canceled)

107. (currently amended) The compound or salt of claim 95106 wherein R<sub>2</sub> is selected from the group consisting of hydrogen, alkyl, and alkoxyalkylenyl.

108. (original) The compound or salt of claim 107 wherein R<sub>2</sub> is selected from the group consisting of hydrogen, methyl, ethyl, propyl, butyl, ethoxymethyl, 2-methoxyethyl, and methoxymethyl.

109. (currently amended) The compound or salt of ~~any one of claims 95 through 105~~ wherein R<sub>2</sub> is selected from the group consisting of:

hydrogen,  
alkyl,  
alkenyl,  
aryl,  
heteroaryl,  
heterocyclyl,  
alkylene-Y"-alkyl,  
alkylene-Y"-alkenyl,  
alkylene-Y"-aryl, and

alkyl or alkenyl substituted by one or more substituents selected from the group consisting of:

hydroxyl,  
 halogen,  
 $-N(R_{8a})_2$ ,  
 $-C(O)-C_{1-10}$  alkyl,  
 $-C(O)-O-C_{1-10}$  alkyl,  
 $-N_3$ ,  
 aryl,  
 heteroaryl,  
 heterocyclyl,  
 $-C(O)-$ aryl, and  
 $-C(O)-$ heteroaryl;

wherein:

$Y^n$  is  $-O-$  or  $-S(O)_{0-2}-$ ; and

each  $R_{8a}$  is independently selected from the group consisting of hydrogen,  $C_{1-10}$  alkyl, and  $C_{2-10}$  alkenyl.

110 (canceled)

111. (currently amended) The compound or salt of any one of claims 95 through 140 wherein m and n are each 0.

112-133 (canceled)

134. (currently amended) A pharmaceutical composition comprising a therapeutically effective amount of a compound or salt of any one of claims 18 through 128 in combination with a pharmaceutically acceptable carrier.

135. (currently amended) A method of inducing cytokine biosynthesis in an animal comprising administering an effective amount of a compound or salt of ~~any one of claims 18 through 128~~ to the animal.

136. (currently amended) A method of treating a viral disease in an animal in need thereof comprising administering a therapeutically effective amount of a compound or salt of ~~any one of claims 18 through 128~~ to the animal.

137. (currently amended) A method of treating a neoplastic disease in an animal in need thereof comprising administering a therapeutically effective amount of a compound or salt of ~~any one of claims 18 through 128~~ to the animal.

138. (new) A pharmaceutical composition comprising a therapeutically effective amount of a compound or salt of claim 34 in combination with a pharmaceutically acceptable carrier.

139. (new) A pharmaceutical composition comprising a therapeutically effective amount of a compound or salt of claim 95 in combination with a pharmaceutically acceptable carrier.

140. (new) A method of inducing cytokine biosynthesis in an animal comprising administering an effective amount of a compound or salt of claim 34 to the animal.

141. (new) A method of inducing cytokine biosynthesis in an animal comprising administering an effective amount of a compound or salt of claim 95 to the animal.

142. (new) A method of treating a viral disease in an animal in need thereof comprising administering a therapeutically effective amount of a compound or salt of claim 34 to the animal.

143. (new) A method of treating a viral disease in an animal in need thereof comprising administering a therapeutically effective amount of a compound or salt of claim 95 to the animal.

144. (new) A method of treating a neoplastic disease in an animal in need thereof comprising administering a therapeutically effective amount of a compound or salt of claim 34 to the animal.

145. (new) A method of treating a neoplastic disease in an animal in need thereof comprising administering a therapeutically effective amount of a compound or salt of claim 95 to the animal.